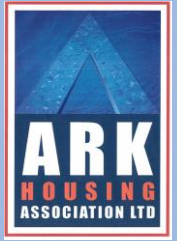




Standing Orders Policy



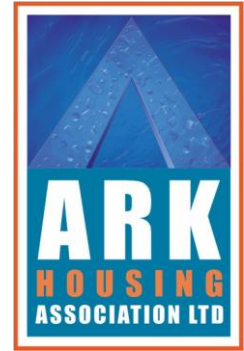
Policy Reference:		G06	
Effective date:	[Dec] 2019	Review date:	Dec 2020
Approved by SLT:	[Nov] 2019	Approved by BoM:	[Dec] 2019
Owner:	John Rankin	Job Title:	Head of Q&C
To be issued to:		Board of Management ARK Senior Management	
Method of Delivery:		Review of Standing Orders	

Version Control

Date	Owner	Version	Reason for Change
Sep 2019	John Rankin	5.2	Minor change simply to reflect that the minimum number of members of the Audit Sub-Committee will be 3 members rather than 4, to reflect current composition. Full review of Standing Orders to take place in 2020.

Summary of Changes

Section	Change
3.2	Change from minimum of 4 members to minimum of 3
Appendix 3 section 2	Change from minimum of 4 members to minimum of 3



STANDING ORDERS

FOR THE BOARD OF MANAGEMENT & SUB-COMMITTEES

INCLUDING BOARD & SUB-COMMITTEE REMITS

AND DELEGATED POWERS TO OFFICE BEARERS & SENIOR STAFF

December 2019

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STANDING ORDERS, REMITS and DELEGATED RESPONSIBILITIES

1.0 INTRODUCTION

- 1.1 The Association's authority to establish a Board of Management and Sub-Committees is contained in sections 37 and 58 of the Association's Rules.
- 1.2 These Standing Orders describe the current Board of Management and Sub-Committee structure, Board proceedings and responsibilities, and the delegated powers to Office Bearers and senior staff.
- 1.3 The Standing Orders set out the guidelines for the conduct of the Association's business in accordance with its Rules. They provide an agreed framework within which authorised decisions may be taken so that the Association's aims and objectives can be met.
- 1.4 Nothing in these Standing Orders will allow, or be understood as allowing, the Board of Management, any Sub-Committee, any Board Member or any member of staff of the Association to act in contravention of the Association's Rules or any current statutory obligations that apply to the Association.
- 1.5 In these Standing Orders the words and expressions listed below shall have the following meanings:
- | | |
|-----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 'Association' | - ARK Housing Association Ltd |
| 'Board' | - the Board of Management of ARK Housing Association. |
| 'Board Members' | - persons elected or co-opted to the Board. |
| 'Delegated' | - remitted with power to exercise on behalf of the remitting body the function specified in the remit, to the same extent as the remitting body has the power to exercise such functions. |
| 'Referred' | - remitted for consideration and reporting back to the remitting body, without powers to exercise any functions on behalf of the remitting body. |
| 'Ratified' | - retrospective approval given to a decision, at a Board or Sub-Committee meeting that is held on a date after the decision has been made, by an individual or Committee with the required authority under the Scheme of Delegation. |
| 'RSL' | - Registered Social Landlord (such as the Association). 'Group'
- The Association and its subsidiaries. |
- 1.6 These Standing Orders comply with the Regulatory Standards of Performance and Financial Management.
- | | |
|-------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Standard 1: | The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users. |
| Standard 2: | The RSL is open about and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these priorities. |
| Standard 3: | The RSL manages its resources to ensure its financial well-being and economic effectiveness. |

- Standard 4: The governing body bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation's purpose.
- Standard 5: The RSL conducts its affairs with honesty and integrity.
- Standard 6: The governing body and senior officers have the skills and knowledge they need to be effective.

2.0 COMMITTEE STRUCTURE AND REMITS

2.1 The current committee structure consists of the Board of Management and the following Standing Sub-Committees:

- Executive Sub-Committee (see Appendix 2)
- Audit Sub-Committee (see Appendix 3)
- Finance Sub-Committee (see Appendix 4)

2.2 The Board of Management may also from time to time establish Special Sub-Committees or Working Groups to carry out such functions as may be delegated or referred to them, normally within a specified timescale.

2.3 Any decision to:

- establish a Sub-Committee or Working Group;
- set a Sub-Committee or Working Group's initial membership, remit and delegated powers;
- amend a Sub-Committee or Working Group's remit and/or delegated powers;
- cease the meetings of a Sub-Committee or Working Group, either temporarily or permanently;

will be made at a quorate meeting of the Board of Management by a majority vote of those present and entitled to vote.

2.4 The remits for the Board of Management and each Standing Sub-Committee are detailed in Appendices 1 to 4 attached.

The remit for each Special Sub-Committee or Working Group will be agreed by the Board of Management at the time the Sub-Committee or Working Group is set up. Special Sub-Committees and Working Groups will be subject to these Standing Orders.

2.5 The Board of Management may at any time consider any matter which has been referred to a Sub-Committee or Working Group, whether or not a report from the Sub-Committee or Group on that particular matter has been submitted to them.

3.0 MEMBERSHIP, MEETINGS AND QUORUMS

3.1 Board of Management membership

The Board of Management has a minimum of 7 and a maximum of 15 members.

Any member of the Association, as defined in our Membership Policy, may be nominated for and stand for election to the Board of Management. Elections are held at the Annual General Meeting. The nomination and election procedures are explained in the information sent to every member before each AGM.

If vacancies remain after the AGM, or if an elected Board member resigns between AGMs, the Board of Management may co-opt individuals, whether Association members or not, to bring the Board membership up to maximum of 15 and/or to bring particular skills or professional experience to the Board. Co-opted members will not form more than one-third of the Board membership at any time. Co-opted members may serve until the next AGM, or until removed by the Board of Management, if sooner. At the next AGM, Co-opted members will stand down, but they will be eligible for nomination and election as a full Board member if they are an Association member.

Co-opted members will not form part of a quorum. They may participate in, and vote on, all the business of the Board, except for matters directly related to the Association's Rules, membership of the Association, or the election of Officer Bearers.

The Association's Rules describe the circumstances under which:

- a Board member may be removed from office;
- an Association member may not be eligible for election or re-election;
- membership of the Board will cease, including retirement by rotation.

3.2 Sub-Committee membership

Each Sub-Committee will have a minimum of three and a maximum of six members. Co-opted Board members may be members of a Sub-Committee, but they must not exceed one-third of the Sub-Committee membership at any time.

Members of the Standing Sub-Committees will be appointed by the Board of Management at the first business meeting following each AGM and will serve for a year until the next AGM. The membership of any Special Sub-Committee that has been set up for a defined timescale that continues past the date of a particular AGM will be confirmed at the business meeting following that AGM.

Appointments will normally be achieved by Board members indicating their preference(s) for Sub-Committee membership. A Board member may not be a member of more than two Sub-Committees, unless the Board of Management agrees otherwise.

The Chair of the Board of Management will not be a member of the Audit Sub-Committee, but may be a member of, and may chair, any other Sub-Committee.

Where more than six Board members wish to be members of a Sub-Committee a secret ballot will be held, and the six members receiving the highest number of votes will be appointed to that Sub-Committee.

In the event that a vacancy arises on a Sub-Committee between AGMs, for example through the resignation of a Board/ Sub-Committee Member, the Board will, if necessary to support the efficient management of that Sub-Committee, appoint a new member to the Sub-Committee at the first business meeting following that vacancy arising. The mechanism for such appointment will be as set out above.

3.3 Frequency of meetings

The Board of Management will meet at least six times in each calendar year, normally on a Thursday. No meetings will be held on a Bank or Public Holiday. The meeting dates for each calendar year will be agreed at the first business meeting following each AGM. Where necessary dates may be altered, by arrangement between the Chair and the Secretary (Chief Executive).

A special meeting of the Board of Management may be called by a notice in writing given to the Secretary by the Chair, or by any two other Board members. The notice must specify the business to be transacted at the meeting. The arrangements for holding any special meeting are specified in the Association's Rules.

The frequency of Standing Sub-Committee meetings will normally be as follows:

- | | | |
|-------------|---|--------------------------------|
| ▪ Executive | - | as required |
| ▪ Audit | - | at least three times each year |
| ▪ Finance | - | at least four times each year |

Additional meetings of the Board of Management or of any Standing Sub-Committee may be held if required by the level of business to be considered.

3.4 Quorums

The quorum for a Board of Management meeting will be four elected members (i.e. **not** including any co-optees present).

The quorum for the Audit Sub-Committee will be three elected members (i.e. **not** including any co-optees present).

The quorum for the Finance Sub-Committee will be three elected members (i.e. **not** including any co-optees present).

For any meeting, any elected Board member who is able to participate by telephone conference link will be regarded as being present, and will count towards the quorum.

If there are insufficient elected members present to form a quorum within half an hour after the time appointed for the meeting to commence, no business will be considered and the meeting will be adjourned to either:

- (a) the next meeting of the Board of Management or Sub-Committee due to be held

OR

- (b) if there are matters requiring a decision before the date of the next scheduled meeting, to the same day in the next week at the same time, subject to sufficient elected members to form a quorum being able to attend.

In very exceptional circumstances, where there is no quorum and a decision on a particular matter is required that day, the Board of Management Chair (failing whom the Deputy Chair), or the Sub-Committee Chair, may take the required decision, exercising their powers under the Scheme of Delegation (see Appendix [8]). Any such decision will be ratified at the next meeting of the Board of Management or relevant Sub-Committee, whichever is held first.

3.5 Email Decisions

The Board and subcommittees may take decisions by exchange of e-mails, subject to the general provisions on approvals, decisions and quorums; with the number counting towards the quorum being the number of members commenting on the decision.

4.0 OFFICE BEARERS & SUB-COMMITTEE CHAIRS

4.1 Office Bearers

The Association's Office Bearers are the Chair, Depute Chair and Secretary. The Chair and Depute Chair must be elected members of the Board of Management. The duties of the Secretary are delegated to the Chief Executive.

The role and responsibilities of the Chair, Depute Chair and Secretary are detailed in Appendices 3, 4 and 5 to the Code of Governance for Board of Management Members.

The Chair and Depute Chair will be elected by the Board at a specially convened meeting immediately following each AGM. They will serve until the next AGM unless in the meantime they cease to be a member of the Board (see Appendix 8 for details of the election process).

Should an Office Bearer's position become vacant during a year, the Board will elect a replacement Office Bearer who will serve for the remainder of that year until the next AGM.

A Board member may be elected as Chair for a maximum of five consecutive years and at the end of five years will not be eligible for election as Chair for a further period of one year, but will be eligible for election as Depute Chair. Thereafter he/she may be elected as Chair or Depute Chair.

A Board member may be elected as Depute Chair for a maximum of five consecutive years. At the end of five years he/she will not be eligible for election to that post for a further period of one year, but will be eligible for election as Chair.

4.2 Sub-Committee Chairs

At the first Board meeting following each AGM, Sub-Committee Chairs will be appointed. Co-opted members may not be appointed as Chair. Each Chair will serve until the next AGM.

In the event that a Sub-Committee Chair vacancy arises between AGMs, for example through the resignation of a Sub-Committee Chair from the Board, the Board will appoint a new Sub-Committee Chair at the first business meeting following that resignation. The mechanism for such appointment will be as set out above.

A Board member may be elected as Chair of a Sub-Committee for a maximum of five consecutive years. At the end of five years he/she will not be eligible for election as Chair of that Sub-Committee for a further period of one year. Thereafter he/she may again be elected as Sub-Committee Chair.

5.0 CONDUCT OF BOARD/SUB-COMMITTEE BUSINESS

5.1 Agenda and papers

The Chief Executive or appropriate Director/Officer will agree the composition of each agenda with the appropriate Chair, and thereafter will ensure that the agenda and papers

for each meeting are issued to all Board or Sub-Committee members at least 7 clear days before the date of the meeting.

The proceedings of any meeting will not be invalidated by the non-receipt of the agenda and/or papers by any Board member.

5.2 **Late papers & 'Any other business'**

The circulation or tabling of 'late' papers will not normally be permitted and normally no business other than that on the agenda will be considered at each meeting.

If a Board member or a member of the Senior Leadership Team wishes to raise an item of business that is not on the agenda, normally under the heading of 'any other business', the item will only be added if the proposal is accepted by the Chair.

Items of serious or very urgent business will automatically be added to the agenda, with Chair ruling if an item is serious or very urgent in case of dispute.

5.3 **Chairing Board of Management meetings**

The Association's Chair will normally chair Board of Management meetings, unless he/she is absent or not able to participate in a particular discussion due to a declaration of interest. In the absence of the Chair, the Depute Chair will chair the meeting, or take the chair for a particular item.

If the Depute Chair is also absent, or is also unable to chair a particular item, the remaining elected Committee members will appoint one of their number to chair that meeting or specific item.

Should the Chair arrive after the commencement of a Board meeting at which the Depute Chair or another Board member has taken the chair, that person will continue to chair the meeting until the agenda item under discussion has been completed and then will hand over to the Chair for the remainder of the meeting.

The main responsibilities of the Chair will be to:

- ensure the orderly and efficient conduct of business;
- decide all matters of order, competency and relevancy;
- ensure that every Board member has the opportunity to express their opinions and views on each item and that they are given a fair hearing by the remaining members.

Any decision by the Chair on a matter that is within his or her competency will be final and will not be open to discussion.

5.4 **Chairing Sub-Committee meetings**

The same principles as detailed in section 5.3 above will apply to the chairing of Sub-Committee meetings, except that, as there is no Sub-Committee Depute Chair, in the absence of the Chair the remaining elected members will appoint one of their number to chair that meeting.

5.5 **Length of meetings**

Board and Sub-Committee meetings will not normally continue for more than three hours. At the end of that time the meeting will end unless:

- a) the Chair proposes that the meeting should continue until either all the business, or the business that needs to be considered that day, has been dealt with, and
- b) the proposal is seconded by another Board member, and
- c) the proposal is approved by a simple majority of those present.

If there is insufficient support to continue, the meeting will either:

- a) be closed, with the remaining business being added to the agenda for the next scheduled meeting, if there are no matters requiring a decision before the next scheduled meeting;

OR

- b) be adjourned (see para. 5.6 below) to the same day and time in the following week (or to another day and time agreed by all present) to complete the business, if there are matters requiring a decision before the next scheduled meeting.

5.6 Adjournment of meetings

A motion to adjourn a meeting may be proposed by the Chair or any Board member at any time and will have precedence over all other motions. The motion will require a seconder.

The motion will not be discussed but will be submitted for a vote immediately. The motion will be approved if a simple majority of those present vote in favour.

Where a meeting is adjourned, those present will agree the date, time and location for the resumed meeting, failing which the Chair will set the date, time and location.

An adjourned meeting will be regarded as a continuation of the original meeting. No business will be dealt with at the additional meeting other than the matters left unfinished at the original meeting. All decisions etc. will be recorded as having been made on the date of the additional meeting.

5.7 Order of business, alterations & discussion

Meetings will normally follow the order set out in the agenda. However the Chair will have the right to alter the order of business at any stage of the meeting.

If a Board or Sub-Committee member wishes to amend the order of business he/she must submit a request at the beginning of the meeting. If the Chair accepts the request the proposal will be put to a vote and will be approved if supported by a simple majority of the members present.

Members will ensure that any questions raised, comments or opinions expressed are directed through the Chair, with the Chair determining the order in which members will speak, if necessary.

5.8 Declaration of interest

Board members will complete an annual Declaration of Interest as detailed in the Entitlements, Payments, and Benefits Policy. In addition, at the beginning of each meeting, all members present will be asked to declare whether or not they have an interest in any of the items on the agenda.

Any member who declares an interest will be required to leave the meeting while the matter is discussed and will not be allowed to vote on the matter or to stay in the meeting while any vote on the matter is being held. If that member is inadvertently allowed to stay in the meeting and vote on the matter, their vote will not be counted.

Every declaration of interest will be recorded in the minutes of that meeting and in the Association's Register of Interests.

5.9 Motions and amendments – current agenda

For the majority of items requiring approval, it will be sufficient for the Chair to propose approval without a seconder being necessary.

Where an item of business requires to be proposed and seconded, for example the approval of the previous meeting's minutes, then the Chair or another Board member as appropriate will submit a formal motion which will require to be seconded. The names of the proposer and seconder will be minuted.

Motions will be dealt with as follows:

- a) If the motion does not require discussion the Board/Sub-Committee will proceed to a vote.
- b) If discussion is required the Chair may ask the proposer to clarify any aspect of the motion before inviting discussion.
- c) Any Board member may propose a counter proposal to a motion under discussion. Any counter proposal must be phrased in terms that amend the original motion. To be considered, the amendment must be seconded.
- d) Where a motion or amendment has been seconded neither the motion nor any amendment may be altered in substance or withdrawn without the consent of the proposer and seconder.
- e) If an amendment to an original motion is proposed and seconded, no further amendments will be proposed until that amendment has been carried or rejected. If it is rejected a further amendment to the original motion may be proposed.
- f) If any amendment to an original motion is carried then the amended motion will become the motion against which any further amendments may be moved in accordance with para. 5.9(d) above.
- g) A motion for the approval of a minute of a meeting, or of any part of a minute, will be considered as an original motion, and any motion regarding the alteration or rejection of that minute or any part of it will be dealt with as an amendment.
- h) Any motion or amendment that is not seconded will not be put to the meeting and will not be recorded in the minutes.

- i) The Chair will have the right to decide which Board/Sub-Committee members may speak, on the order of speaking, and on the length of time for discussion of the motion and any amendments.
- j) All motions and amendments must be relevant to the subject under discussion. The Chair will have the power to rule out of order any motion or amendment which is, in his or her opinion, irrelevant or incompetent.
- k) Any Board/Sub-Committee member may ask that his or her dissent from any motion that has been carried is recorded in the minutes.

5.10 Notice of motions

Any Board/Sub-Committee member may submit a notice of a motion for consideration at a future meeting.

To be considered, the notice of motion must be in writing and be received by the Secretary at least 14 calendar days before the meeting at which it is to be considered.

If the Board/Sub-Committee member concerned is not present at the meeting at which the motion is due to be submitted, another member may move the motion on their behalf.

5.11 Motions with no notice given

Notwithstanding the terms of section 5.10 above, a Board/Sub-Committee member will be permitted to propose during a meeting that, as a matter of urgency, a motion of which no prior notice has been given be considered. To be considered, the motion will require to be seconded.

The Chair will determine whether or not the motion should be discussed before a vote is taken. The motion will be carried if it is supported by not less than two-thirds of those present.

5.12 Alteration or revocation of a previous decision

A Board/Sub-Committee member wishing to amend or revoke a previous decision must submit a motion in writing to the Secretary for inclusion on the appropriate agenda.

No such motion will be permitted within six months following the date of the original decision, unless at least two-thirds of the members present (who must comprise an overall majority of the total membership of the Board or Sub-Committee) agree that it may be considered.

The only exceptions to the six month time limit that will **not** require the agreement of two-thirds of the members will be if:

- new legislation, statutory regulations or orders or guidance from the Scottish Government, Scottish Housing regulator or other statutory agency affecting the decision have been introduced;
- new facts, which the Chair rules are pertinent and which, if they had been known at the time may have resulted in a different decision, have come to light since the original decision.

The alteration or revocation of any decision will not affect or prejudice any proceedings, outcome or liability competently done or undertaken under any such resolution prior to its alteration or revocation.

5.13 **Voting**

Unless otherwise directed by the Chair, voting will normally be by show of hands. A simple majority of those present and voting will decide the matter, except where the Association's Rules or these Standing Orders require a different majority.

In the event of the votes of Board members being divided equally, the Chair will have a second and deciding vote.

Any Board/Sub-Committee member may propose that a vote be taken by secret ballot. If a simple majority of those present agree, a secret ballot will be held.

Where co-opted members are not permitted to vote on a matter (see section 3.1), they will not be included in any count of those present for determining a majority.

The number of votes cast for or against a motion or an amendment will be recorded in the minutes of the meeting.

Any Board/Sub-Committee member who disagrees with a majority decision may request that their dissent is recorded in the minutes.

5.14 **Deputations**

Deputations may only be heard by the Board of Management. An application asking the Board to receive a deputation must be in writing, duly signed, addressed to the Secretary and received at least 3 working days before the meeting at which the subject concerned is to be considered.

Every application must state the subject on which the deputation wishes to be heard and the action (if any) which the deputation proposes the Board should take.

The Board will have the discretion to decide whether or not to hear a deputation. The deputation will be no larger than five persons and the number of those who will be allowed to speak will be no more than two, unless a majority of those Board members present agrees otherwise.

The deputation will be allowed a maximum of ten minutes speaking time, unless a majority of those Board members present agrees otherwise.

Any Board member may ask the members of the deputation any questions that are pertinent to the subject on which they have appeared. No Board member will express an opinion on, or discuss the subject on which the deputation has been heard, until the deputation has withdrawn.

5.15 Points of order

Any Board or Sub-Committee member may raise a point of order at any time during a meeting. All points of order will be decided by the Chair and their ruling will be final. Unless the Chair decides otherwise, no other Board member will be able to speak to the point of order.

5.16 Minutes

The Chief Executive or appropriate Director/Officer will be responsible for ensuring that the business of each Board of Management or Sub-Committee meeting is properly minuted.

Minutes will include:

- the names of Board/Sub-Committee members present, names and titles of staff members and any others present, and the names of any apologies received;
- approval of any additions to the agenda;
- any declarations of interest;
- submission and approval of the minutes of the previous meeting;
- a description of each item of business considered, the major points raised in any discussion (including any relevant comments submitted in advance by any Board/Sub-Committee members unable to be present) and the Board/Sub-Committee's decision or the outcome at the end of each discussion;
- the names of those proposing and seconding any motion or amendment;
- the result of any vote, whether by show of hands or secret ballot;
- the name(s) of anyone who requests that their dissent over a majority decision is recorded.

The draft minutes of each Board and Sub-Committee meeting will be circulated with the agenda and papers for the next meeting of the Board of Management or Sub-Committee. To be adopted, minutes will require to be proposed and seconded by any two Board/Sub-Committee members who attended the previous meeting, and approved by a majority of Board/Sub-Committee members present.

Minutes of Standing or Special Sub-Committees will be submitted to the Board of Management for information only as they will be formally approved at the next meeting of that Sub-Committee.

Minutes may be approved 'subject to' the inclusion of an amendment to correct or clarify a point. Any amendment(s) must be formally proposed, seconded and approved by a majority of the Board/Sub-Committee members present at the previous meeting, prior to the formal adoption of the minutes.

One copy of all Board or Sub-Committee minutes will be signed by the Chair of the meeting at which they are approved.

A member of the Board of Management or of a Sub-Committee, who was not present at the previous meeting of that Board/Sub-Committee, may request clarification of a point recorded in the minutes when they are being submitted for adoption, but may not re-open the discussion on any item where a decision was made at the previous meeting.

A Board member who is not a member of a particular Sub-Committee may request clarification of a point in the Sub-Committee minutes before they are adopted, but may not re-open the discussion on any item, **except where** the Sub-Committee has referred an item to the Board of Management for consideration and/or approval.

5.17 Suspension of Standing Orders

Any Board member may propose a motion that Standing Orders be suspended. To be considered, the motion will require a seconder. The motion will be approved if at least two-thirds of the members present vote in favour.

5.18 Revision of Standing Orders

These Standing Orders may be amended by the Board of Management if the motion to amend or revoke a section is proposed, seconded and supported by at least two-thirds of the Board members present, so long as this number is also an absolute majority of the current Board membership.

5.19 Confidentiality

All matters discussed at Board and Sub-Committee meetings will be regarded by both Board and staff members present as being in strict confidence. Confidentiality regarding one or more items of business may be relaxed if a majority of Board/Sub-Committee members present approve a motion supporting relaxation.

5.20 Board Members' Conduct

In conducting the Association's business all Board members will adhere to these Standing Orders, to the Association's Rules and to the Association's Code of Conduct and Code of Governance for Board of Management Members.

The Board of Management and any Sub-Committees will not take a decision that contravenes current legislation, statutory regulations, an approved Code of Practice or the Association's Rules.

6.0 IMPLEMENTATION AND REVIEW

The Chief Executive, as Secretary of the Association, together with the Association Chair, is responsible for ensuring that these Standing Orders are adhered to at every meeting of the Board of Management, Standing or Special Sub-Committees.

The Chief Executive will ensure that:

- the Board of Management and Sub-Committee remits are reviewed annually, normally at the meeting before each AGM;
- these Standing Orders and the Scheme of Delegation are reviewed at least every three years.

Approved by the Senior Leadership Team:	November 2019
Approved by the Board of Management:	[] 2019
Next review due by:	December 2020

BOARD OF MANAGEMENT - REMIT

1. Introduction

The Board of Management is responsible for exercising proper control over the Association's and Group activities as efficiently and effectively as possible, in the interests of clients, tenants, members, staff, lenders and all other stakeholders, and the wider community.

The Board of Management will ensure that the Association and the Group complies with:

- all current legislation, statutory regulations and relevant Codes of Practice;
- its Rules;
- current guidance and requirements issued by the Care Inspectorate, Scottish Social Services Council, Scottish Housing Regulator, Office of the Scottish Charities Regulator and any other public agency that is involved in the Association's activities;
- Performance Standards and Raising Standards in Housing.

2. Membership, meetings & quorum

The Board of Management will have a minimum of 7 and a maximum of 15 members. The Committee will meet at least 6 times each year.

The quorum for Board meetings to proceed will be four elected members.

3. Remit

The Board of Management's remit, including its powers under the Rules, acting on behalf and in the interests of the Association as its governing body, is to:

- a) approve applications for membership of the Association, consider appeals against a decision not to approve an application, and approve the ending of membership;
- b) determine the Association's aims and objectives, ensuring that these are reviewed at least every three years;
- c) determine the Association's overall strategy and priorities and ensure that these are updated annually;
- d) approve the Group's annual overall strategy and priorities
- e) determine and safeguard the values and principles through which the Association and the Group carry out their work
- f) monitor progress and performance through receipt of regular reports;
- g) have visibility of Group performance through the Group balanced scorecard report and the reports to the Audit sub committee.
- h) establish a Sub-Committee structure and Scheme of Delegation appropriate to the Association's and the Group requirements, with clear remits and standing orders, and review the structure at least every three years;
- i) approve changes to the Association's overall structure, for example establishing subsidiary companies and/or a group structure;
- j) buy, sell, build upon, lease or exchange any land, and accept responsibility for any related contracts and expenses;

- k) grant heritable securities over any land owned by the Association and floating charges over all or any part of property and assets both present and in future. This includes accepting responsibility for any related expenses;
- l) decide, monitor and vary the terms and conditions under which property owned by the Association is property is to be let, managed, used or disposed of;
- m) authorise the use of the Association's Seal and the signing of certain documents;
- n) approve policies, other than those remitted to a Sub-Committee, ensure that these are reviewed, updated and amended as necessary on a regular basis and monitor compliance with specified policies through the receipt of regular reports;
- o) appoint and remove solicitors, surveyors, consultants, managing agents and employees, as required by the Association business;
- p) approve the Association's and the Group consolidated Business Plan, Budget, Strategy & Development Funding Plan and Annual Accounts;
- q) monitor the Association's financial position through the receipt of regular reports;
- r) approve the Association's rent structure, and any amendments to the structure;
- s) consider the allocation of a tenancy which comes under ARK's Entitlements, Payments and Benefits Policy;
- t) approve the writing off of bad debts;
- u) consider individual claims for compensation from tenants. establish arrangements for hearing appeals by clients or tenants against decisions made by staff or a Sub-Committee, and for hearing appeals by staff against decisions made by senior staff;
- v) refund any necessary expenses as are wholly necessary incurred by Board Members in connection with their duties;
- w) compromise, settle, conduct, enforce or resist either in a Court of law or by arbitration any suit, debt, liability or claim by or against the Association;
- x) approve the arrangements for and the formal notice calling each AGM;
- y) Agree the terms of engagement and remuneration of anyone employed in connection with the business of the Association and act as employer for anyone employed by the Association;
- z) Accept donations in support of the activities of the Association.

The Board of Management may delegate authority to consider and/or decide on specific items from the above list to a specific Sub-Committee or to the Executive Team.

4. Attendance by staff

Members of the Executive Team will normally attend Board of Management meetings. Other staff may also be required to attend.

5. Review

The Board of Management will review this remit annually, normally at the first business meeting following each Annual General Meeting.

EXECUTIVE SUB-COMMITTEE - REMIT

1. Introduction

The Executive Sub-Committee is subject to the Rules of the Association, to the overall authority of the Board of Management, to the Board's Standing Orders and to all policies approved by the Board of Management.

2. Membership, meetings and quorum

The Executive Sub-Committee will consist of the Association's Chair, Depute Chair and the Chairs of any Standing Sub-Committees currently established. It will have a minimum membership of four members of the Board of Management. The Executive Sub-Committee may when appropriate invite other members of the Board of Management to sit as full voting members of the Sub-Committee.

The Sub-Committee will meet as and when required. The quorum for meetings to proceed will be three elected Board Members.

3. Remit

The Executive Sub-Committee will have delegated authority to:

- a) consider any business and make any decisions on any matter within the powers and remit of the Board of Management, where that business or those decisions are urgent and need to be considered or taken before the next scheduled meeting of the Board of Management;
- b) review in detail drafts of governance documents, for example the Board Members Code of Governance, Code of Conduct, Committee Standing Orders, and submit drafts for approval to the Board of Management;
- c) review those policies that fall to be considered by the Board of Management under its remit and submit final drafts for approval.

4. Reporting

Any decisions taken by the Executive Sub-Committee will be reported to the next meeting of the Board of Management and will require to be homologated by it. Minutes of Sub-Committee meetings will be submitted to the next meeting of the Board of Management.

5. Attendance by staff

The Chief Executive will normally attend Executive Sub-Committee meetings, and will act as Secretary to the Sub-Committee. Other staff may also be required to attend.

6. Review

The Board of Management will review this remit annually, normally at the first business meeting following each Annual General Meeting.

AUDIT SUB-COMMITTEE - REMIT

1. Introduction

The Audit Sub-Committee is subject to the Rules of the Association, to the overall authority of the Board of Management, to the Board's Standing Orders and to all policies approved by the Board of Management.

The Audit Sub-Committee is an advisory body with a remit from the Board of Management (the Board) to monitor and review internal and external audit functions, and the Association's and its subsidiaries' (the Group) compliance with relevant statutory regulations and the policies of the Association and its subsidiaries.

The Sub-Committee will also advise the Board on issues of risk, control and governance. The annual report by the Audit Sub-Committee to the Board will inform the Board's decision in signing off on the Group Internal Financial Control Statement contained within the Directors' report.

2. Membership & Chair

The Audit Sub-Committee will have at least three members. The members will be appointed at the first Board meeting following the AGM each year. In the event that a vacancy arises on the Audit Sub-Committee between AGMs, for example through the resignation of a Board/ Sub-Committee Member, the Board will, if necessary to support the efficient management of the Audit Sub-Committee, appoint a new member, as set out at section 3.2 above. The Chair of the Board of Management will not be eligible to be appointed to the Audit Sub-Committee.

3. Quorum

The quorum for meetings to proceed will be three elected Board members.

4. Meetings

The Sub-Committee will meet at least three times per annum.

The Sub-Committee will meet the Internal and External Auditor for at least part of one meeting in each year without the presence of staff.

5. Remit

The Audit Sub-Committee will have delegated authority to:

- a) monitor governance and adherence by the Group to relevant regulatory guidelines and codes;
- b) monitor and report to the Board on financial and other control systems and satisfy the Board that the system of internal controls is sufficient to manage the risk of failure to achieve the policies, aims and objectives of the Group;
- c) monitor the performance and effectiveness of the external and internal audit functions;

- d) receive and evaluate internal and external audit reports, including the management letter, and ensure any recommendations highlighted in these reports are actioned appropriately and in a timely manner;
- e) commission special investigations into matters of particular concern relating to internal control, including any arising from 'whistle blowing';
- f) advise the Board on the criteria for the appointment of ARK Housing Association's internal and external auditors and recommend to the Board the fee to be paid to said parties;
- g) review the planned programme of work of the internal and external audit functions to ensure its appropriateness and approve the nature and scope of internal and external audit arrangements;
- h) review relevant external regulatory reports;
- i) review the Group's annual financial statements prior to submission to the Finance Committee, with regard to overall accounting policy and compliance with accounting standards and recommended accounting practice;
- j) monitor compliance with current Health & Safety legislation and the Group's own Health & Safety policies and procedures through regular reports, working closely with the Chief Executive and the Head of Quality & Compliance to ensure that:
 - any decisions taken by the Association and the subsidiaries fully consider the health & safety impact on both employees, and non-employees that may be affected by ARK's work or the services it provides;
 - the Sub-Committee is kept informed about the health & safety performance of the Group;
 - the Sub-Committee supports the resource requirements necessary to ensure the organisation can develop and maintain a robust Health & Safety Management System;
 - high-level support is provided to promote a positive health & safety culture throughout the Group, and in particular that Health & Safety is championed at Board level through the role of the Audit Sub-Committee Chair;
- k) periodically review its own Terms of Reference and recommend any changes to the Board, and at appropriate intervals evaluate its own performance against these Terms of Reference and best practice;
- l) review the satisfactory operation of the Group risk management processes.

6. Powers

The Audit Sub Committee will have the following powers:

- (a) a right of access to obtain all the information it considers necessary from all departments and organisations within the Group;
- (b) a right to consult directly with the internal and external auditors of both ARK Housing Association and its subsidiaries;
- (c) a right to consult directly with the solicitors of both ARK Housing Association and its subsidiaries;
- (d) a right to require any member of both ARK Housing Association's and its subsidiaries' staff to present evidence to it.

7. Reporting

The Sub-Committee will present an annual report to the Board and the Boards of the subsidiaries, summarising their findings under any or all aspects of their remit.

The Sub-Committee may submit reports to the Board and to the Boards of the subsidiaries at any other time at their discretion.

Minutes of Sub-Committee meetings will be submitted to the next meeting of the Board of Management and when relevant to the Boards of the subsidiaries.

8. Attendance by staff

The Chief Executive, and the Head of Quality and Compliance will normally attend the Sub-Committee Meetings. Other staff may also be required to attend.

The Head of Quality and Compliance will act as Secretary to the Sub-Committee.

9. Review

The Board of Management will review this remit annually, normally at the first business meeting following each Annual General Meeting.

FINANCE SUB-COMMITTEE REMIT

1. Introduction

The Finance Sub-Committee is subject to the Rules of the Association, to the overall authority of the Board of Management, to the Board's Standing Orders and to all policies approved by the Board of Management.

The Finance Sub-Committee will carry out the duties delegated to it by the Board of Management as listed at paragraph 3 below within the framework of priorities, programmes and policies agreed by the Board and any specific instructions given by the Board to the Sub-Committee.

This remit relates to the functions of ARK Housing Association Ltd (ARK) group.

The Sub-Committee will be responsible for all aspects of the financial management of ARK, including the following:

- Strategic planning and budgeting;
- Monitoring and reporting;
- Asset management;
- Internal control;
- Organisational and business development;
- Payroll and pensions;
- Treasury management;
- Systems management;
- Remuneration; and
- Intellectual Property

2. Membership, meetings & quorum

The Finance Sub-Committee will have a minimum of four members. The Committee will meet at least 4 times each year. The quorum for meetings to proceed will be three elected members.

3. Remit

The Finance Sub-Committee will support the development of ARK by having oversight of all aspects of its financial management. It will also have delegated authority to:

Strategic Planning and Budgeting

- a) agree the annual Budget, including Income and Expenditure Account, Balance Sheets and Cashflow Projection, for approval by the Board of Management;
- b) agree the long-term financial goals and the strategy to achieve them;
- c) agree multi-year budgets that integrate strategic planning objectives and initiatives;
- d) agree submissions to external bodies.

Monitoring and Reporting

- e) monitor the integrity of ARK's financial statements and any formal announcements relating to its financial performance, and review any significant financial reporting judgements contained in them;
- f) agree the Annual Report and Accounts for approval by the Board of Management;
- g) monitor ARK's financial position through the receipt of regular reports;
- h) report to the Board of Management on the organisation's financial position;
- i) agree Due Diligence reports for approval by the Board of Management;
- j) report to the Board of Management on any matters where the Committee considers that action or improvement is needed and make recommendations as to the steps to be taken.

Asset Management

- k) agree Asset management Plan;
- l) agree the purchase, sale, building upon, lease or excambion of any land or buildings, and agree any significant related contracts and expenses in furtherance of the strategic plan;
- m) review the rent structure at least annually and submit recommendations to the Board of Management on future rent restructures;
- n) agree rent levels;
- o) consider any claim for compensation from a tenant.

Internal Control

- p) agree the appointment and removal of Solicitors and Bankers, as required by the Association's business;
- q) agree policies in the areas that impact on the remit of the Committee, with particular reference to Finance, Housing Services and Maintenance policies;
- r) consider appeals by tenants against decisions made by Housing Services staff.

Organisational and Business Development

- s) agree significant business development Business Cases.

Payroll and Pensions

- t) ensure an appropriate system for calculation, payment and the recording of salaries, including tax and National Insurance, is maintained;
- u) ensure that the organisation makes pension provision for staff in line with legal requirements and value for money;
- v) agree changes to pension arrangements for approval by the Board of Management.

Treasury Management

- w) ensure provisions of the Statement of Investment Principles (SIP) are followed;
- x) agree investment management strategy and monitor performance;
- y) review the SIP at least annually and update if necessary;
- z) appoint and evaluate the investment managers and/or advisors;

- aa) agree the writing off of bad debts;
- bb) agree all individual claims for compensation excluding those considered by the Executive Board of Management under Schedule 7;
- cc) monitor cash flow projections and required level of reserves.

Systems Management

- dd) monitor effectiveness of ARK's hardware and software systems and recommend changes for approval by the Board of Management.

Remuneration

- ee) agree staffing structures appropriate to ARK's requirements and set the terms and conditions of employment for all staff for approval by the Board of Management;
- ff) periodically, and in compliance with Scottish Housing Regulator recommended practice, appoint independent experts to evaluate and advise on senior officers' remuneration and make appropriate recommendations to the Board of Management.

Intellectual Property

- gg) monitor the effectiveness of systems to protect ARK's intellectual property.

4. Attendance by staff

The Finance Director and Head of Finance will normally attend meetings and other staff may also be required to attend. The other members of Executive Team may attend on an ad hoc basis as they determine.

The Head of Finance will act as Secretary to the meeting.

5. Review

The Board of Management will review this remit annually, normally at the first business meeting following each Annual General Meeting.

6. Additional Powers

The Finance Sub-Committee is empowered to deal with items of urgent business that are the responsibility of the Board of Management provided that;

- a) decisions arrived at are in line with the policies laid down by the Board and/or appropriate Sub-Committee;
- b) the Chair of the Sub-Committee, or in his/her absence, the Chair of the Association, has agreed that the matter can be decided upon by the Sub-Committee;
- c) the Sub-Committee Chair will have delegated authority to take decisions on any of the above matters, where a decision is required before the next scheduled Sub-Committee meeting;
- d) where a meeting has not been quorate, and where approval of important decisions is required from those Members who were not present at the meeting, they may be contacted by email and asked for their views immediately after the meeting;
- e) the decision is reported to the next meeting of the Board of Management or appropriate Sub-Committee.

7. Reporting

Minutes of Sub-Committee meetings will be submitted to the next meeting of the Board of Management.

The Sub-Committee will submit reports to the Board on any matter referred by the Board for consideration, and on any other matter at their discretion.

This version of the Finance Sub-Committee remit was agreed in February 2016

EXECUTIVE TEAM - REMIT

1. Introduction

The Executive Team is subject to the Rules of the Association, to the overall authority of the Board of Management, to the Board of Management's Standing Orders and to all policies approved by the Board of Management as they relate to the Association and all its subsidiaries (the Group).

2. Membership, meetings and quorum

The Executive Team consists of the Chief Executive, the Director of Finance, the Human Resources Director, and the Director of Care and Support.

The Team will normally meet monthly. Meetings may be held on other days by agreement.

The quorum for a meeting will be 3, with at least one of those members being the CEO.

3. Remit

The Executive team will exercise leadership within the Group. It will develop the strategic processes and plans and ensure that the Group achieves its stated intentions.

The Executive Team will have delegated authority to:

- a) Develop and monitor the Group's Strategic Plan, Balanced Scorecard, Business Plan, and Financial Plan, including investment management strategy, for recommendation and reporting to the Board of Management and Finance Sub-Committee as appropriate;
- b) Review the Annual Report, Accounts and Annual Review for recommendation to the Finance Sub-Committee;
- c) Develop Due Diligence reports as required for recommendation to the Finance Sub-Committee;
- d) appoint and remove solicitors, surveyors, consultants, managing agents and employees, as required by the Association's business.
- e) Develop and/ or amend staffing structures appropriate to the Association's requirements and set the terms and conditions of employment for all staff, for recommendation to the Finance Sub-Committee.
- f) Approve business development cases for recommendation to the Sub-Committee.
- g) Propose the agenda for each Board and all Group Subsidiary meetings: consider draft Board, Sub-Committee, and Group Subsidiary meeting papers and reports, ensuring that the required regular reports are provided on time according to the current meetings timetable and that decisions are actioned;
- h) Approve reviewed policies that require only statutory amendments and report for ratification to the Board of Management or relevant Sub-Committee.

- i) Approve the Operational Risk Management plan.
- j) Review the Group Strategic Risk Management Register for consideration by the Board of Management.
- k) Approve internal audit reports, for consideration by the Audit Sub-Committee;
- l) Draft proposals for the content of and arrangements for the Annual General Meeting, or Board information/training days, for approval by the Board;
- m) Monitor exceptions and complaints and refer to the Audit Sub Committee and/or Board of Management as appropriate:
- n) Review applications for membership of the Association for approval by the Board of Management;
- o) Review Governance documents and policies as required, for approval by the Board of Management.

4. Review

The Board of Management will review this remit annually, normally at the first business meeting following each Annual General Meeting.

5. Secretary

The Secretary to the Executive Team is the PA to the Executive Team.

SENIOR LEADERSHIP TEAM - REMIT

1. Introduction

The Senior Leadership Team is subject to the Rules of the Association, to the overall authority of the Board of Management, to the Board of Management's Standing Orders and to all policies approved by the Board of Management.

2. Membership, meetings and quorum

The Senior Leadership Team consists of the Executive Team, Head of Finance, Assistant Directors of Care and Support, Head of Quality & Compliance, Head of Housing Services, Head of Property & Maintenance, Head of Organisational Development and Head of ICT.

The Team will normally meet monthly. Meetings may be held on other days by agreement.

The quorum for a meeting will be 6.

3. Remit

The Senior Leadership Team is responsible for the implementation and reporting of the Association's Strategic Plan, Balanced Scorecard, Business Plan, and Financial Plan. All reports, business cases, proposals and changes relating to this remit will be recommended to the Executive Team.

The Senior Leadership Team will have delegated authority to:

- a) co-ordinate all aspects of the day-to-day management of the Group's business, providing leadership and direction to assist all staff in achieving current objectives and priorities;
- b) consider proposals and prepare business cases for developments to, or changes in, the provision and/or management of the Association's services, including proposals for setting future strategy;
- c) draft the annual Business Plan and annual budget;
- d) review and approve forecast amendments and unbudgeted requests within the limits set in FO2 Procurement of goods and Services;
- e) monitor income and expenditure against budget through the receipt of monthly reports highlighting any trends or major areas of concern, approve any action required to deal with areas of concern;
- f) draft the agenda for each Sub-Committee meeting, draft papers and reports, ensuring that the required regular reports and the reviews noted below are provided on time according to the current Sub-Committee timetable and that Sub-Committee decisions are actioned:
 - review the monthly organisational check list and ensure that all statutory and other returns are reviewed and submitted when required;
 - review the Annual Accounts & External Auditors' Management Report

- review and update the Operational Risk Management Map
 - review the exceptions register
 - review draft internal audit reports, agree the management response, monitor progress on implementing agreed action;
- g) contribute to the agenda for each Board meeting, consider draft Board papers and reports, ensuring that the required regular reports are provided on time according to the current Board timetable and that Board decisions are actioned;
- h) draft and review all policies, with the exception of governance documents and policies and monitor progress against the policy and procedure review programme;
- i) approve departmental staffing levels in relation to current and future workload, and agree proposals for increases and/or internal changes, within establishment;
- j) contribute to proposals for the content of and arrangements for the Annual General Meeting, or Board information/training days.

4. Review

The Board of Management will review this remit annually, normally at the first business meeting following each Annual General Meeting.

5. Secretary

The Secretary to the Senior Leadership team is the PA to the Executive Team

APPENDIX 7

SCHEME OF DELEGATION TO OFFICE BEARERS & SENIOR STAFF

1. INTRODUCTION

It is recognised that the effective pursuance of the Association's work may from time to time require decisions to be taken without waiting for Board approval, and that many routine matters will fall to be decided by members of staff, in accordance with set policies and procedures.

This document describes the arrangements for delegating certain types and areas of decisions or actions to Office Bearers and/or to Senior Staff. The Board of Management's purpose in approving this Scheme of Delegation is to ensure that the work of the Association is not unnecessarily delayed while awaiting decisions which are clearly within the general terms of existing policy. Office Bearers and Senior Staff shall therefore seek to use delegated powers to maintain progress in the various areas of work, provided that no policy decisions are taken or major financial commitments entered into without the approval of the Board of Management or appropriate Sub-Committee.

2. OFFICE BEARERS & SUB-COMMITTEE CHAIRS

2.1 Chair

The Chair will have delegated authority, in consultation with the Chief Executive, to take decisions as required between Board or Sub-Committee meetings to ensure that there are no unnecessary delays in progressing the work of the Association, subject to each decision being in accordance with the Association's Rules, Board/Sub-Committee remits and current policies. All such decisions will be reported to the next meeting of the Board of Management or appropriate Sub-Committee.

In particular the Chair will have delegated authority to:

- sign legal documents on behalf of the Association;
- approve items of expenditure costing over the limits specified in FO2 Procurement of Goods and Services which are not included in the current budget, where an urgent decision is required;
- approve cost overruns on committed capital projects over 5% of the project value, where an urgent decision is required;
- approve the acceptance of a quote or tender above the limit specified in F17 Prices Quotations and Tenders.

2.2 Depute Chair

In the absence of the Chair, the Depute Chair will have delegated authority, in consultation with the Chief Executive, to take decisions as described in section 2.1 above and to sign legal documents on behalf of the Association. All such decisions will be reported to the next meeting of the Board of Management or appropriate Sub-Committee.

2.3 Sub-Committee Chairs

Sub-Committee Chairs will have delegated authority, in consultation with the Chief Executive and/or relevant Director, to take decisions which relate to the area of responsibility of their Sub-Committee, subject to any such decision being in accordance with the Association's Rules, the specific Sub-Committee remit, and current Association policies. All such decisions will be reported to the next meeting of the relevant Sub-Committee or to the Board of Management, whichever meets first.

2.4 Emergency Arrangements

Where an urgent decision which has a policy implication is required, and when it is not possible to arrange a Board meeting, the Chief Executive will consult with the Chair and Depute Chair, or in the absence of one Office Bearer, with the remaining Office Bearer and a Sub-Committee Chair, and will take a decision which involves the least possible policy commitment on behalf of the Association. Any such decision will be reported to the Board of Management as soon as possible thereafter for ratification.

3.0 SENIOR STAFF

3.1 Group Chief Executive

The Group Chief Executive will have delegated authority to undertake the duties and responsibilities as detailed in his or her job description, and in the Association's policies and procedures, and in those that pertain to the Group, including the following:

1. leading the Executive and Senior Leadership Teams, developing organisational and group strategy and ensuring effective co-ordination of the Association's day-to-day work;
2. ensuring the routine day-to-day pursuance of the Association's business in accordance with all current policies and procedures;
3. authorising expenditure as provided for in the approved annual budget, including the signing of cheques, all in accordance with the Financial Regulations and Financial Authorisation Procedures;
4. authorising urgent items of expenditure **not exceeding** the limits specified in FO2 Procurement of Goods and Services in any one case - or such other sums as may be approved from time to time by the Board - which are **not** included in the annual budget, provided that the purpose of the expenditure is consistent with the Association's policies and that the circumstances are reported to the next meeting of the Board;

5. authorising cost overruns on committed capital projects up to 15% of each project's value, capped at £30k;
6. approving the acceptance of a quotation up to the limit specified in F17 Prices Quotations and Tenders
7. signing cheques on behalf of the Association;
8. appointing replacement staff below at level of Director to existing vacancies, including temporary staff where required, and appointing additional staff following Board approval of the post(s);
9. taking disciplinary action, hearing appeals and grievances, in accordance with current Association policies;
10. acting as Secretary of the Association:
 - i. ensuring that all Board or Sub-Committee meetings are called appropriately, and that all agendas, papers, reports and minutes are produced and issued in accordance with Standing Orders, to enable the Board and all Sub- Committees to fulfil their remits;
 - ii. supervising the security and use of the Seal;
 - iii. preparing and submitting all necessary reports to the Registrar, Scottish Housing Regulator, Office of the Scottish Charities Regulator and other statutory agencies;
 - iv. maintaining the register of Association Members and other registers required under the Rules and current policies;
 - v. signing specified documents;
 - vi. ensuring compliance with the Rules;
11. ensuring the implementation of decisions taken by the Board of Management;
12. dealing with the media in connection with any area of the Association's activities, in consultation with the Chair as required.

3.2 Group **Director of Care and Support**

The Director of Care and Support will have delegated authority to undertake the duties and responsibilities as detailed in his or her job description, and in the Association's policies and procedures, and in those that pertain to the Group, including the following:

1. the development of organisational and Group strategy; oversight of the performance of all Care and Support Services.
2. appointing replacement staff to existing vacancies up to the level of Assistant Director, including temporary staff, and new staff following budgetary approval of the posts;
3. approving alterations to existing staffing establishments to improve service delivery and efficiency, within the overall approved budget;
4. taking disciplinary action, hearing appeals and grievances, in accordance with current Association policies;
5. authorising appropriate expenditure as provided for in the approved annual budget, all in accordance with the Financial Regulations and Financial Authorisation Procedures;
6. authorising:
 - expenditure of up to the limits specified in FO2 Procurement of Goods and Services where the item is not included in the current budget;

- approving a quotation for up to the limit specified in F17 Prices Quotations and Tenders
8. issuing on behalf of the Secretary agendas, reports, minutes and any other information required to the Audit Sub-Committee and Finance Sub-Committee, to enable them to fulfil their remits;
 13. ensuring that Board and Sub-Committee decisions are implemented;
 14. co-ordinating the development of new policies for Board approval, and ensuring that existing policies are reviewed according to agreed timescales;
 15. approval of submissions for business tenders.

3.3 Group **Director of Finance**

The Director of Finance will have delegated authority to undertake the duties and responsibilities as detailed in his or her job description, and in the Association's policies and procedures, including the following:

1. the development of organisational and Group strategy; oversight of the performance of the Group Finance, and management of the Association's Housing Services , Property and Asset Management functions.
2. appointing replacement staff to existing vacancies up to the level of Manager, including temporary staff, and new staff following budgetary approval of the posts;
3. approving alterations to existing staffing establishments to improve service delivery and efficiency, within the overall approved budget;
4. taking disciplinary action, hearing appeals and grievances, in accordance with current Association policies;
5. authorising appropriate expenditure as provided for in the approved annual budget, all in accordance with the Financial Regulations and Financial Authorisation Procedures;
6. signing cheques and making payments by Bankline and BACS;
7. authorising:
 - expenditure of up to the limits specified in FO2 Procurement of Goods and Services where the item is not included in the current budget;
 - approving a quotation for up to the limit specified in F17 Prices Quotations and Tenders
8. taking such emergency or short-term action as may be necessary to protect or promote the Group and/or the Association's financial position, reporting as required to the Audit Sub-Committee or Board of Management;
9. approving a quotation for up to £5,000 in value, where there is only one specialist contractor or supplier;
10. approving a quotation for up to £15,000 in value, where two or more quotations have been received;
11. determining a claim for compensation from a tenant up to the value of £1,000;
12. issuing on behalf of the Secretary agendas, reports, minutes and any other information required to the Audit Sub-Committee and Finance Sub-Committee, to enable them to fulfil their remits;
13. ensuring that Board and Sub-Committee decisions are implemented;
14. co-ordinating the development of new policies for Board approval, and ensuring that existing policies are reviewed according to agreed timescales;

15. establishing the requirements for private finance in support of the Association's activities, and negotiating on the Association's behalf with potential lenders.

3.4 Group **Human Resources Director**

The Human Resources Director will have delegated authority to undertake the duties and responsibilities as detailed in his or her job description, and in the Association's policies and procedures, including the following:

1. the development of organisational and Group strategy and management of the performance of the Association's Organisational Development and ICT functions;
2. appointing replacement staff to existing vacancies up to the level of Manager, including temporary staff, and new staff following budgetary approval of the posts;
3. approving alterations to existing staffing establishments to improve service delivery and efficiency, within the overall approved budget;
4. taking disciplinary action, hearing appeals and grievances, in accordance with current Association policies;
5. negotiating on general staff terms and conditions, and on specific staff issues, with Trade Union officers, and preparing recommendations for the Board as required;
6. authorising appropriate expenditure as provided for in the approved annual budget, all in accordance with the Financial Regulations and Financial Authorisation Procedures;
7. signing cheques and making payments by Bankline and BACS;
8. authorising;
 - Expenditure of up to the limits specified in FO2 Procurement of Goods and Services where the item is not included in the current budget;
 - Approving a quotation for up to the limit specified in F17 Prices Quotations and tenders
9. ensuring that appropriate Board decisions are implemented;
10. co-ordinating the development of new policies for Board approval, and ensuring that existing policies are reviewed according to agreed timescales.

ELECTION OF OFFICE BEARERS

1. At the first meeting following the Annual General Meeting, the Board of Management will elect a Chair and a Depute Chair for the following year.
2. To be eligible for nomination, an individual must:
 - be an elected Member of the Board;
 - have served on the Board as an elected Member for at least two years (for Chair) or one year (for Depute Chair).
3. Each Office Bearer post places some requirements on the post-holder, as follows (for further details see the Code of Governance for Board Members - Appendix 3 - Chair – Role and Responsibilities and Appendix 4 - Depute Chair – Role and Responsibilities):

Chair

The Chairperson is responsible for the leadership of the Board and ensuring its effectiveness in all aspects of the Board's role and to ensure that the Board properly discharges its responsibilities as required by law, the Rules and the standing orders of the Association. The Chairperson will be delegated such powers as is required to allow the Chairperson to properly discharge the responsibilities of the office. Among the responsibilities of the Chairperson are that:

- they have a good knowledge of the Association's organisation, Rules and how it operates;
- they have an understanding of Association finances;
- they are available for meetings with the Chief Executive as required;
- they are available for signing documents, when required;
- they are able and willing to assume a public role, including representing the Association at a wide variety of events and meetings;
- they are able and willing to take a lead, when necessary, with colleagues on the Board;
- they have previous experience of chairing meetings;
- the Board of Management works effectively with the senior staff;
- an overview of business of the Association is maintained;
- the Agenda for each meeting is set;
- meetings are conducted effectively;
- minutes are approved and decisions and actions arising from meetings are implemented;
- the standing orders, code of conduct for Board members and other relevant policies and procedures affecting the governance of the Association are complied with;
- where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings;
- the Board of Management monitors the use of delegated powers;
- the Board of Management receives professional advice when it is needed;
- the Association is represented at external events appropriately;
- appraisal of the performance of Board members is undertaken, and that the senior staff officer's appraisal is carried out in accordance with the agreed policies and

- procedures of the Association; and
- the training requirements of Board members, and the recruitment and induction of new Board members is undertaken.

Depute Chair

- an adequate knowledge of the Association's organisation, Rules and how it operates;
- an understanding of Association finances;
- able and willing to take over the Chair's duties (sometimes with short notice) both in chairing meetings and in public events;
- available for signing documents, when required;
- preferably with some experience of chairing meetings, or willing to undertake any training necessary.

Conduct of elections

4. The election of the Chair will be conducted by the Chief Executive, acting as Secretary of the Association.

The procedure will be as follows:

- 4.1 Nominations for the post of Chair will be invited verbally. Each nomination will require to be seconded, and the person nominated will require to confirm that they are willing to stand for election.
- 4.2 Only elected Members of the Board will be entitled to vote.
- 4.3 If there is only one nomination, the nominee will be elected if a majority of Board Members present vote in favour, by show of hands.
- 4.4 If there is more than one nominee, there will be a secret ballot and the nominee receiving the highest number of votes, using the "first past the post" system, will be elected.
- 4.5 If there is a tie for the highest vote, voting will continue until one of the two nominees receives a majority.
- 4.6 The same procedure will then be followed for the election of the Depute Chair, which will be conducted by the Chair.
- 4.7 The names of those nominated, and of those proposing and seconding each nominee, will be minuted.

REPORTING TO THE ARK BOARD OF MANAGEMENT

1. Introduction

The purpose of this guidance is to provide a comprehensive framework for Board responsibility and a schedule of reporting to meet those responsibilities, in order to:

- a) ensure that Board meetings are focused on matters of governance and strategy
- b) bring clarity and order to the process of reporting
- c) cover all the key areas of governance and strategy timeously throughout the financial year
- d) define the expectations and responsibilities of the Board, and the Executive Management Team.

2. Matters of Governance

It is generally accepted that there are three key strands of Governance:

1. Corporate/fiduciary governance
2. Strategic governance
3. Impact governance¹

For reporting purposes, these three strands can be covered under the following headings:

1. Exceptions
2. Business Focus and Outcomes including milestone progress
3. Statutory

Under these headings, reporting will cover:

1. Strategic direction
2. Compliance
3. Internal Controls
4. Prudence
5. Managing Risk²

The Board should expect Board papers to reflect governance aspects and not management detail.

Progress reporting will normally only be used where it will be useful for the Board.

The main sub-headings that will be reported on are shown in the following table.

Business outcomes	focus and	Exception	Statutory
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¹ 'The Three Key Strands of Governance' Dorothy Dalton in Governance, Issue 15, Nov. 2007 pp 4-6.

² Governance Hub 2007. Good Governance Code for the Voluntary and Community Sector.

milestone progress		
<p>Report on the Balanced Scorecard, incorporating:</p> <p>1. Outcomes reporting against key strategic objectives encompassing quality of service.</p> <p>2. Significant changes in environment impacting on direction.</p> <p>3. Progress on key strategies</p>	<p>Exceptions reporting on key regulatory areas:</p> <ol style="list-style-type: none"> 1. ARK Governance document 2. Care Commission 3. Scottish Housing Regulator: Schedule 7 and notifiable events 4. Care Commission 5. OSCR 6. Health and Safety 7. Employment Law 8. FSA 9. SSSC (annual) 10. Data Protection 11. Ombudsman 12. Claims against the Association <p>And all the areas documented in the Compliance check list attached to the risk register, should it be necessary to do so.</p>	<ol style="list-style-type: none"> 1. Business plan 2. Policies. 3. Budget 4. Final Accounts. 5. Risk register 6. Changes in Rules and Governance documents 7. Exceptional changes in strategic direction 8. Health and Safety statistics 9. HR annual statistics 10. SDFP 11. APSR 12. Letters of engagement 13. Five year financial projections 14. Audit Sub-Committee report 15. SMT appointments and salaries 16. Remuneration proposals 17. Union discussions